

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR
PUERTO RICO, as representative of

THE COMMONWEALTH OF
PUERTO RICO, *et al.*

Debtors,¹

PROMESA

Title III

No. 17-BK-3283 (LTS)

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR
PUERTO RICO, as a representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.

PROMESA

Title III

No. 17-BK-03567 (LTS)

**This statement relates only to HTA
and shall be filed in the lead
Case No. 17 BK 3283 (LTS) and
Case No. 17 BK 3567 (LTS).**

**THIRD SUPPLEMENTAL VERIFIED STATEMENT OF THE AD HOC GROUP OF
NOTEHOLDERS OF FGIC-INSURED NOTES
PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), certain beneficial holders, or investment advisors or managers of beneficial holders, as

¹ The Debtors in the various Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

identified on Exhibit A hereto (collectively, the “Ad Hoc Group of FGIC Noteholders”), of certain series of notes issued by the Commonwealth of Puerto Rico and/or its various instrumentalities, agencies and authorities, including those series of insured notes guaranteed by the Financial Guaranty Insurance Company and issued pursuant to Resolution 98-06 by the HTA (collectively, the “FGIC-Insured HTA Notes”) and those series of uninsured notes issued pursuant to Resolution 98-06 by the HTA (collectively, the “HTA Uninsured Notes”; together with the FGIC-Insured HTA Notes, the “HTA Notes”), by and through their undersigned counsel, hereby submit this third supplemental verified statement (the “Verified Statement”),² and in support thereof state and represent to the Court as follows:

1. In January 2018, the Ad Hoc Group of FGIC Noteholders retained Stroock & Stroock & Lavan LLP (“Stroock”) as counsel in connection with the restructuring of the HTA Notes and the HTA’s Title III cases pending before this Court (the “HTA Title III Case”). In February 2018, the Ad Hoc Group of FGIC Noteholders also retained Córdova & Dick, LLC (“Córdova & Dick”) as local counsel, in connection with the restructuring of the HTA Notes and the HTA Title III Case.

2. On February 13, 2018, Stroock and Córdova & Dick filed a *Verified Statement of the Ad Hoc Group of Noteholders Of FGIC-Insured Notes Pursuant to Bankruptcy Rule 2019* in the HTA Title III Case. (Dkt. No. 394).

3. In July 2019, the Ad Hoc Group of FGIC Noteholders retained Sheppard Mullin Richter & Hampton LLP (“Sheppard”) and on July 26, 2019, Sheppard filed a notice of appearance

² The Ad Hoc Group of FGIC Noteholders are filing this Verified Statement only in connection with the Title III case of the HTA.

with the Court in connection with the restructuring of the HTA Notes and the HTA Title III Case. (Dkt. No. 625).

4. On July 30, 2019, the Court entered into an order granting Stooch's motion to withdraw as counsel of record for the Ad Hoc Group of FGIC Noteholders in connection with the HTA Notes and the HTA Title III Case. (Dkt. No. 627).

5. On February 20, 2020, Sheppard filed a *First Supplemental Verified Statement of the Ad Hoc Group of Noteholders Of FGIC-Insured Notes Pursuant to Bankruptcy Rule 2019* in the HTA Title III Case. (Dkt. No. 701).

6. On February 25, 2020, Sheppard filed a *Second Supplemental Verified Statement of the Ad Hoc Group of Noteholders Of FGIC-Insured Notes Pursuant to Bankruptcy Rule 2019* in the HTA Title III Case. (Dkt. No. 708).

7. On June 8, 2020, the Court entered into an *Order Further Amending Case Management Procedures* (the "Order") in the Commonwealth Title III Case, which among other things, revises certain disclosure requirements. (Dkt. No. 13383).

8. As of the date of this Verified Statement, Sheppard and Córdova & Dick represent only the members of the Ad Hoc Group of FGIC Noteholders and do not represent or purport to represent any persons or entities other than the Ad Hoc Group of FGIC Noteholders in connection with the HTA Title III Case. In addition, as of the date of this Verified Statement, the Ad Hoc Group of FGIC Noteholders, both collectively and through its individual members, does not represent or purport to represent any other entities in connection with the HTA Title III Cases. Likewise, members of the Ad Hoc Group of FGIC Noteholders are filing this Verified Statement exclusively on their own behalves, and do not assume any fiduciary or other duties to any other creditor or person.

9. Sheppard and Córdova & Dick have been advised by the members of the Ad Hoc Group of FGIC Noteholders that attached hereto as Exhibit A is a list setting forth the name, address and the nature and amount of all disclosable economic interests held or managed by each member of the Ad Hoc Group of FGIC Noteholders (and/or their affiliates and/or managed funds or accounts), as required by the Order.

10. The information set forth in Exhibit A and herein is intended only to comply with Bankruptcy Rule 2019 and the Order, and is not intended for any other purpose. Nothing contained in this Verified Statement (including Exhibit A hereto) should be construed as a limitation upon, or waiver of the right of any individual member of the Ad Hoc Group of FGIC Noteholders, including, without limitation, the right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in the HTA Title III Case.

11. The information contained in Exhibit A is based upon information provided by the applicable members of the Ad Hoc Group of FGIC Noteholders to Sheppard and Córdova & Dick. Sheppard and Córdova & Dick do not make any representation regarding the validity, amount, allowance, or priority of such claims, and reserves all rights with respect thereto. Sheppard and Córdova & Dick do not own, nor has Sheppard and Córdova & Dick ever owned, any claims against or interests in the HTA.

12. The Ad Hoc Group of FGIC Noteholders, through its undersigned counsel, reserves the right to amend and/or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019 and the Order at any time in the future.

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Dated: July 3, 2020

Respectfully submitted,

CÓRDOVA & DICK, LLC

/s/ BRIAN M. DICK BIASCOECHEA

Brian M. Dick Biascoechea
#403 Calle 12 de Octubre
Urb. El Vedado
San Juan, PR 00918

P.O. Box 194021
San Juan, PR 00919-4021

Telephone: (787) 452-6425
USDC No.: 230,903
bmd@bmdcounselors.com

*Local Counsel to the Ad Hoc Group of FGIC
Noteholders*

- and -

SHEPPARD MULLIN RICHTER & HAMPTON LLP

/s/ LAWRENCE A. LAROSE

Lawrence A. Larose (admitted pro hac vice)
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 896-0627
Facsimile: (917) 438-6197

Counsel to the Ad Hoc Group of FGIC Noteholders

Exhibit A¹

Please see the attached.

¹ Nothing contained in the Verified Statement or in this Exhibit A should be construed as a limitation upon, or waiver of, any rights or claims of the Ad Hoc Group of FGIC Noteholders or any individual member thereof.

Title III Holdings of
Monarch Alternative Capital LP

Address: 535 Madison Avenue, 26th Floor
New York, NY 10022

Series	06/24/20	01/14/19	02/20/20	02/25/20
GO				
PIRB Series 1998 (Uninsured)	5,535,000	5,185,000	5,535,000	5,535,000
PIB 2002 Series A (Uninsured)	5,810,000	7,090,000	11,810,000	11,810,000
PIB 2002 Series A (Insured)	-	2,270,000	-	-
PIRB 2002 Series A (Uninsured)	-	520,000	-	-
PIB 2003 Series A (Insured)	1,365,000	10,965,000	7,959,000	1,365,000
PIB 2004 Series A (Uninsured)	15,545,000	18,130,000	15,545,000	15,545,000
PIB 2005 Series A (Uninsured)	7,765,000	11,481,000	7,765,000	7,765,000
PIRB 2006 Series A (Uninsured)	1,995,000	1,705,000	1,995,000	1,995,000
PIB 2006 Series A (Insured)	-	10,354,000	10,354,000	10,354,000
PIB 2006 Series A (Uninsured)	24,340,000	15,825,000	24,340,000	24,340,000
PIRB 2006 Series B (Uninsured)	3,110,000	1,075,000	3,110,000	3,110,000
PIB 2006 Series B (Uninsured)	1,900,000	1,900,000	1,900,000	1,900,000
PIB 2007 Series A (Uninsured)	18,884,000	24,380,000	31,786,000	31,786,000
PIRB 2007 Series A (Insured)	-	11,881,000	-	-
PIRB 2008 Series A (Uninsured)	14,785,000	14,755,000	17,400,000	17,400,000
PIB 2008 Series A (Uninsured)	9,250,000	11,605,000	9,250,000	9,250,000
PIRB 2009 Series B (Uninsured)	16,212,000	20,845,000	21,852,000	21,852,000
PIRB 2009 Series C (Uninsured)	22,000,000	18,105,000	29,950,000	29,950,000
PIRB 2011 Series A (Uninsured)	3,385,000	2,610,000	3,385,000	3,385,000
PIRB 2011 Series C (Uninsured)	8,450,000	-	6,650,000	6,650,000
PIB 2011 Series A (Uninsured)	1,000,000	-	1,000,000	1,000,000
PIRB 2011 Series E (Uninsured)	5,900,000	-	5,900,000	5,900,000
PIRB 2012 Series B (Uninsured)	3,495,000	-	3,495,000	3,495,000
PIRB 2012 Series A (Uninsured)	3,000,000	-	3,000,000	3,000,000
GO Bonds 2014 Series A (Uninsured)	-	-	33,795,000	33,795,000
Total	\$173,726,000	\$190,681,000	\$257,776,000	\$251,182,000
PBA				
Rev. Ref. Bonds, 1993 Series I (Uninsured)	-	1,360,000	-	-
Rev. Bonds, 2002 Series D (Uninsured)	10,030,000	2,283,000	10,000,000	10,000,000
Rev. Ref. Bonds, 2002 Series F (Uninsured)	2,415,000	2,325,000	2,415,000	2,415,000
Rev. Bonds, 2004 Series I (Uninsured)	24,850,000	20,395,000	18,795,000	18,795,000
Rev. Ref. Bonds, 2007 Series M (Uninsured)	30,209,000	19,642,000	30,209,000	30,209,000
Rev. Bonds, 2007 Series N (Uninsured)	4,641,000	7,466,000	4,576,000	4,576,000
Rev. Ref. Bonds, 2009 Series P (Uninsured)	21,834,000	65,787,000	22,944,000	22,944,000
Rev. Ref. Bonds, 2009 Series Q (Uninsured)	1,957,000	4,702,000	1,852,000	1,852,000
Rev. Ref. Bonds, 2011 Series S (Uninsured)	45,436,000	7,994,000	45,436,000	45,436,000
Rev. Ref. Bonds, 2012 Series U (Uninsured)	8,035,000	18,585,000	8,035,000	8,035,000
Total	\$149,407,000	\$150,539,000	\$144,262,000	\$144,262,000
HTA				
Subordinated Series 2003 (Insured)	5,030,000	2,600,000	5,005,000	5,030,000
2003 Series G (Insured)	1,765,000	3,345,000	5,405,000	5,445,000
2003 Series H (Insured)	-	25,000	-	-
2004 Series I (Insured)	8,241,000	14,651,000	15,276,000	15,291,000
2004 Series J (Insured)	1,310,000	2,220,000	2,325,000	2,325,000
2005 Series L (Insured)	2,290,000	2,180,000	2,290,000	2,290,000
2007 Series N (Insured)	32,935,000	32,010,000	32,820,000	32,935,000
Total	\$51,571,000	\$57,031,000	\$63,121,000	\$63,316,000
ERS				
2008 Series A (Uninsured)	31,450,000	-	31,450,000	31,450,000
2008 Series B (Uninsured)	10,019,500	-	9,905,300	9,909,900
2008 Series C (Uninsured)	1,310,000	-	1,310,000	1,310,000
Total	\$42,779,500	-	\$42,665,300	\$42,669,900
PRASA Subs Only				
2008 Series A Sub (Uninsured)	1,509,000	849,000	1,509,000	1,509,000
2008 Series B Sub (Uninsured)	770,000	150,000	770,000	770,000
Total	\$2,279,000	\$999,000	\$2,279,000	\$2,279,000
PRIFA*				
2005 Series A (Insured)	300,000	1,700,000	1,710,000	1,710,000
2005 Series C (Insured)	1,305,000	14,673,000	15,268,000	15,278,000
Ports 2011 Series B (Uninsured)	-	39,977,000	-	-
Total	\$1,605,000	\$56,350,000	\$16,978,000	\$16,988,000
PRCCDA*				
2006 Series A (Insured)	-	33,640,000	-	-
Total	-	\$33,640,000	-	-

* = Non-Title III Debtors, presented for information only and not as a disclosable economic interest under Rule 2019.

Title III Holdings of
Taconic Capital Advisors L.P.

Address: 280 Park Avenue, 5th Floor
New York, NY 10017

Series	06/24/20	01/14/19	02/20/20	02/25/20
GO				
PIRB Series 1998 (Uninsured)	4,095,000	1,620,000	3,830,000	3,830,000
PIB Series 1999 (Uninsured)	1,030,000	365,000	1,030,000	1,030,000
PIB 2002 Series A (Uninsured)	515,000	325,000	6,145,000	6,145,000
PIB 2002 Series A (Insured)	7,165,000	4,360,000	6,865,000	6,865,000
PIRB 2002 Series A (Uninsured)	1,295,000	860,000	1,245,000	1,245,000
PIRB 2002 Series A (Insured)	165,000	65,000	165,000	165,000
PIB 2003 Series A (Insured)	6,142,000	5,105,000	5,467,000	5,467,000
PIRB 2003 Series A (Insured)	530,000	355,000	530,000	530,000
PIB 2004 Series A (Uninsured)	1,976,000	571,000	1,956,000	1,956,000
PIB 2005 Series A (Uninsured)	3,060,000	665,000	2,995,000	2,995,000
PIRB 2006 Series A (Uninsured)	4,810,000	3,040,000	4,810,000	4,810,000
PIB 2006 Series A (Insured)	1,476,000	1,211,000	1,211,000	1,211,000
PIB 2006 Series A (Uninsured)	3,980,000	5,530,000	3,900,000	3,900,000
PIRB 2006 Series B (Uninsured)	4,226,000	4,105,000	4,226,000	4,226,000
PIB 2006 Series B (Uninsured)	940,000	675,000	940,000	940,000
PIB 2007 Series A (Uninsured)	7,185,000	7,565,000	6,830,000	6,830,000
PIRB 2007 Series A (Uninsured)	550,000	-	540,000	540,000
PIRB 2007 Series A (Insured)	6,636,000	2,834,000	6,426,000	6,446,000
PIRB 2008 Series A (Uninsured)	3,200,000	10,830,000	3,000,000	3,000,000
PIRB 2008 Series C (Uninsured)	1,145,000	100,000	945,000	945,000
PIB 2008 Series A (Uninsured)	3,795,000	3,045,000	3,795,000	3,795,000
PIRB 2009 Series A (Uninsured)	45,000	-	45,000	45,000
PIRB 2009 Series B (Uninsured)	10,065,000	12,000,000	9,980,000	9,980,000
PIRB 2009 Series C (Uninsured)	840,000	-	830,000	830,000
PIRB 2011 Series A (Uninsured)	895,000	-	895,000	895,000
PIRB 2011 Series C (Uninsured)	5,965,000	-	5,915,000	5,915,000
PIB 2011 Series A (Uninsured)	10,850,000	1,000,000	10,645,000	10,645,000
PIRB 2011 Series D (Uninsured)	315,000	-	315,000	315,000
PIRB 2011 Series E (Uninsured)	1,055,000	-	1,055,000	1,055,000
PIRB 2012 Series B (Uninsured)	13,185,000	-	5,305,000	5,305,000
PIRB 2012 Series A (Uninsured)	23,618,000	465,000	22,243,000	22,243,000
GO Bonds 2014 Series A (Uninsured)	8,700,000	3,000,000	8,700,000	8,700,000
Total	\$139,449,000	\$69,691,000	\$132,779,000	\$132,799,000
PBA				
Rev. Ref. Bonds, 1993 Series L (Uninsured)	1,065,000	-	1,065,000	1,065,000
Rev. Ref. Bonds, 2002 Series C (Uninsured)	20,000	-	20,000	20,000
Rev. Bonds, 2002 Series D (Uninsured)	345,000	-	245,000	245,000
Rev. Ref. Bonds, 2002 Series F (Uninsured)	2,195,000	-	2,195,000	2,195,000
Rev. Bonds, 2002 Series G (Uninsured)	300,000	-	180,000	300,000
Rev. Ref. Bonds, 2003 Series H (Insured)	395,000	395,000	395,000	395,000
Rev. Bonds, 2004 Series I (Uninsured)	17,540,000	15,500,000	17,075,000	17,200,000
Rev. Ref. Bonds, 2007 Series M (Uninsured)	7,300,000	3,000,000	7,300,000	7,300,000
Rev. Bonds, 2007 Series N (Uninsured)	11,650,000	90,000	11,425,000	11,650,000
Rev. Ref. Bonds, 2009 Series P (Uninsured)	14,778,000	-	14,778,000	14,778,000
Rev. Ref. Bonds, 2009 Series Q (Uninsured)	6,840,000	-	6,840,000	6,840,000
Rev. Ref. Bonds, 2011 Series S (Uninsured)	27,070,000	365,000	27,070,000	27,070,000
Rev. Ref. Bonds, 2012 Series U (Uninsured)	19,645,000	395,000	18,765,000	18,765,000
Total	\$109,143,000	\$19,745,000	\$107,353,000	\$107,823,000
HITA				
1998 Series A (Uninsured)	700,000	-	700,000	700,000
Subordinated Series 2003 (Insured)	3,950,000	525,000	3,740,000	3,740,000
Subordinated Series 2003 (Uninsured)	50,000	50,000	50,000	50,000
2003 Series G (Insured)	1,285,000	70,000	1,180,000	1,180,000
2003 Series G (Uninsured)	1,005,000	-	1,005,000	1,005,000
2003 Series H (Insured)	415,000	-	415,000	415,000
2003 Series H (Uninsured)	265,000	-	265,000	265,000
2004 Series I (Insured)	16,699,000	13,384,000	15,649,000	15,649,000
2004 Series J (Insured)	1,830,000	875,000	1,805,000	1,805,000
2005 Series K (Uninsured)	445,000	55,000	445,000	445,000
2005 Series L (Insured)	2,125,000	1,310,000	2,075,000	2,075,000
2007 Series M (Uninsured)	1,870,000	-	1,870,000	1,870,000
2007 Series N (Insured)	153,380,000	140,900,000	152,560,000	152,845,000
2007 Series N (Uninsured)	170,000	-	170,000	170,000
Total	\$184,189,000	\$157,169,000	\$181,929,000	\$182,214,000
PRASA Subs Only				
2008 Series A Sub (Uninsured)	-	13,785,000	-	-
2008 Series B Sub (Uninsured)	-	9,360,000	-	-
Total	-	\$23,145,000	-	-
PRIFA*				
2005 Series A (Insured)	98,240,629	90,057,299	96,535,872	96,639,564
2005 Series C (Insured)	15,468,000	13,333,000	14,883,000	14,883,000
Ports 2011 Series B (Uninsured)	-	64,798,000	-	-
Total	\$113,708,629	\$168,188,299	\$111,418,872	\$111,522,564
PREPA				
2007 Series TT (Uninsured)	-	13,825,000	-	-
2008 Series WW (Uninsured)	-	12,085,000	-	-
2010 BABS Series EEE (Uninsured)	-	3,945,000	-	-
2010 BABS Series YY (Uninsured)	-	21,405,000	-	-
2010 Series AAA (Uninsured)	-	10,001,000	-	-
2010 Series BBB (Uninsured)	-	900,000	-	-

2010 Series CCC (Uninsured)	-	1,000,000	-	-
2010 Series DDD (Uninsured)	-	10,040,000	-	-
2010 Series XX (Uninsured)	-	4,596,000	-	-
2012 Series A (Uninsured)	-	3,685,000	-	-
2013 Series A (Uninsured)	-	5,165,000	-	-
Total	-	\$86,647,000	-	-
PRCCDA*				
2006 Series A (Insured)	1,770,000	1,095,000	1,310,000	1,310,000
Total	\$1,770,000	\$1,095,000	\$1,310,000	\$1,310,000

* = Non-Title III Debtors, presented for information only and not as a disclosable economic interest under Rule 2019.